

THE PEACOCK GROUP LIMITED

(the Company)


WRITTEN MEMBERS' RESOLUTION

In accordance with article 60 of the articles of association of the Company, WE, being all the members of the Company who would have been entitled to vote upon the following resolution if it had been proposed at a general meeting of the Company at which we were present, **UNANIMOUSLY RESOLVE** that the following resolution shall be as valid and effectual as if it had been passed at a general meeting of the Company duly convened and held **THAT**:


1. the Company be re-registered as a public limited company under section 43(1) of the Companies Act 1985 (the *Act*) and that on such re-registration its memorandum of association be amended as follows:

- (a) on the fifth line of the first page, by deleting the word 'Limited' and replacing it with the words 'plc';
- (b) in clause 1, by deleting the word "Limited" and by replacing it with the word "plc";
- (c) by inserting after clause 1 a new clause 2 as follows:
"2. The Company is to be a public company."; and
- (d) by renumbering the existing clauses 2, 3, 4, 5 and 6 as 3, 4, 5, 6 and 7 respectively.

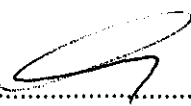
2. on re-registration of the Company as a public limited company, the regulations (in the form of the print attached to this written resolution) be adopted with immediate effect as the new articles of association of the Company to replace in their entirety the existing articles of association of the Company.


.....
(on behalf of Henson No.3 Limited)

Date: 15/2/06


.....
(on behalf of Henson No.4 Limited)

Date: 15/2/06


.....
(signed by Michael Killick as attorney on
behalf of PGEBT Limited)

Date: 15/2/06

